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IN THE UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF HAWAII

SPORTS SHINKO (USA) CO.,
LTD., a Delaware corporation,

Plaintiff,

vs.

PUKALANI GOLF CLUB, LLC, a
Hawai'i limited liability company;
KG MAUI DEVELOPMENT, LLC,
a Hawai'i limited liability
company; KG HOLDINGS, LLC, a
Hawai'i limited liability company;
FRANKLIN K. MUKAI,

Defendants.

) CV 04-00125 ACK/BMK

) **THIRD AMENDED COMPLAINT**
) **(PUKALANI); SUMMONS IN A**
) **CIVIL CASE; CERTIFICATE OF**
) **SERVICE**

**THIRD AMENDED COMPLAINT
(PUKALANI)**

Plaintiff SPORTS SHINKO (USA), CO., LTD. ("Plaintiff"),
by and through its undersigned attorneys, alleges as follows:

PARTIES

1. Plaintiff is a Delaware corporation, and its principal place of business is not in Hawai'i. Plaintiff is the sole shareholder of Sports Shinko (Hawai'i) Co., Ltd. ("SSH"), a Hawai'i corporation, which owns all of the stock of the debtor, Sports Shinko (Pukalani) Co., Ltd. ("DEBTOR").

2. Defendant PUKALANI GOLF CLUB, LLC is a Hawai'i limited liability company with its principal place of business in the State of Hawai'i. The members of Pukalani Golf Club, LLC are all citizens of Hawai'i. Defendant KG MAUI DEVELOPMENT, LLC is a Hawai'i limited liability company with its principal place of business in the State of Hawai'i. The members of KG Maui Development, LLC are all citizens of Hawai'i. Defendants PUKALANI GOLF CLUB, LLC and KG MAUI DEVELOPMENT, LLC are collectively referred to herein as "KG MAUI."

3. Defendant KG HOLDINGS, LLC ("KG HOLDINGS"), is a Hawai'i limited liability company with its principal place of business in the State of Hawai'i. The members of KG Holdings are all citizens of Hawai'i.

4. Defendant FRANKLIN K. MUKAI ("MUKAI") is a citizen of Hawai'i. At all relevant times, MUKAI was an employee and/or partner of McCORRISTON MILLER MUKAI MACKINNON LLP, a Limited Liability Law Partnership ("M4"), an officer and/or director of SSH and DEBTOR, and an attorney and agent for DEBTOR. At all relevant times, MUKAI acted directly and through agents of M4.

JURISDICTION

5. This Court has jurisdiction over this action pursuant to 28 U.S.C. § 1332 because there is complete diversity between the parties and the amount in controversy exceeds \$75,000.00.

6. Venue is appropriate in this Court under 28 U.S.C. § 1391 because most of the events giving rise to Plaintiff's claims occurred in this district.

GENERAL ALLEGATIONS

7. Plaintiff is, and at all relevant times was, a creditor of DEBTOR.

8. At all relevant times, SATOSHI KINOSHITA ("SATOSHI"), TAKESHI KINOSHITA ("TAKESHI") and TOSHIO KINOSHITA ("TOSHIO") (collectively, the "Kinoshitas"), and TAKUYA TSUJIMOTO ("TSUJIMOTO"), YASUO NISHIDA ("NISHIDA"), TSUGIO FUKUDA ("FUKUDA") and MUKAI (the Kinoshitas, TSUJIMOTO, NISHIDA, FUKUDA and MUKAI, are hereinafter collectively referred to as "Insiders") were officers and/or directors of DEBTOR.

9. In 1988, DEBTOR acquired real and personal properties, which included the Pukalani Country Club and adjoining development lands (collectively, "Pukalani Properties").

10. Among other things, MUKAI assisted and advised DEBTOR in marketing and selling the Pukalani Properties.

11. At all relevant times, DEBTOR was insolvent, and its debt exceeded the fair market value of its assets.